

RECORDATION NO. **23507** REC'D

JUN 8 '01 2-27 PM
TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 8, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Agreement, dated May 31, 2001 a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Head Lessor: Central Puget Sound Regional
Transit Authority
410 S. Jackson Street
Seattle, Washington 98104-2826

Head Lessee: ST 2001 FH-1 Statutory Trust
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

A description of the railroad equipment covered by the enclosed document is:

Eleven (11) control cab coaches SBRX 101 - SBRX 111;
Eleven (11) push-pull coaches SBRX 201-SBRX 211;
Five (5) locomotives SBRX 901- SBRX 905.

Mr. Vernon A. Williams
June 8, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Head Lease of Lease Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in black ink.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF HEAD LEASE AGREEMENT
(ST 2001 FH-1)

Memorandum of Head Lease Agreement (ST 2001 FH-1), made and entered into on May 31, 2001 between Central Puget Sound Regional Transit Authority, as Head Lessor (the "**Head Lessor**") and ST 2001 FH-1 STATUTORY TRUST, as Head Lessee (the "**Head Lessee**").

WITNESSETH:

The undersigned have entered into that certain Head Lease Agreement (ST 2001 FH-1), dated as of May 31, 2001, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the term defined in said Head Lease Agreement (ST 2001 FH-1).

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Memorandum of Head Lease Agreement (ST 2001 FH-1) to be duly executed by its authorized officer as of the day and year first above written.

HEAD LESSOR:

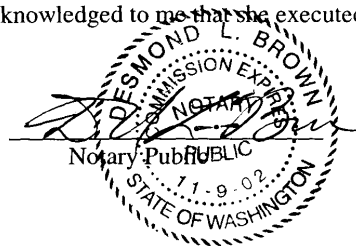
CENTRAL PUGET SOUND REGIONAL
TRANSIT AUTHORITY

By: *Joan M Earl*
Name: Joni Earl
Title: Acting Executive Director

ACKNOWLEDGEMENT

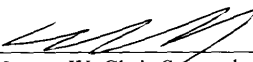
STATE OF WASHINGTON)
) ss.:
COUNTY OF KING)

On this 29th day of May, 2001, before me personally came JONI EARL, to me known, and known to me to be the individual described in, and who executed the above Memorandum of Head Lease Agreement (ST 2001 FH-1); and she acknowledged to me that she executed the same.



HEAD LESSEE:

ST 2001 FH-1 STATUTORY TRUST

By: 
Name: W. Chris Sponenberg
Title: Assistant Vice President

ACKNOWLEDGEMENT

[STATE OF DE])
) ss.:
[COUNTY OF New Castle])

On this 8 day of May, 2001, before me personally came W. Chris Sponenberg, to me known, and known to me to be the individual described in, and who executed the above Memorandum of Head Lease Agreement (ST 2001 FH-1); and he acknowledged to me that he executed the same.


Notary Public
LEIGH EMMI
NOTARY PUBLIC
My Commission Expires August 1, 2002

EQUIPMENT DESCRIPTION

<u>Equipment Description</u>	<u>Serial Number</u>
Bombardier Ltd. Bi-level	SBRX 101
V Multi-level Push-Pull	SBRX 102
Control Cab Coaches	SBRX 103
	SBRX 104
	SBRX 105
	SBRX 106
	SBRX 107
	SBRX 108
	SBRX 109
	SBRX 110
	SBRX 111
 Bombardier Ltd. Bi-level	 SBRX 201
V Multi-level Push-Pull Coaches	SBRX 202
	SBRX 203
	SBRX 204
	SBRX 205
	SBRX 206
	SBRX 207
	SBRX 208
	SBRX 209
	SBRX 210
	SBRX 211
 F-59PHI Locomotives	 SBRX 901
manufactured by the Electro-	SBRX 902
Motive Division of General Motors	SBRX 903
	SBRX 904
	SBRX 905